

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:	)	
	)	
CYBERVENTION, L.L.C.	)	ADMINISTRATIVE ORDER
CASTELLUM, L.L.C.	)	NO. CD-2002-0019
WHITE OAK, L.L.C.	)	
WILLIAM M. KEEVER	)	
	)	
<u>RESPONDENTS</u>	)	

**CEASE AND DESIST ORDER**

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act, upon due consideration of the subject matter hereof, and having confirmed information of the offers for sale and/or sale of securities, into, within or from the state of Alabama, has determined as follows:

**RESPONDENTS**

1. CyberVention, LLC, ("RESPONDENT CYBERVENTION") is an Alabama Limited Liability Company with addresses of One Perimeter Park South, Suite 100 N Birmingham, AL 35243 and 3026 Pumphouse Circle, Birmingham, AL 35243.
2. Castellum, LLC, ("RESPONDENT CASTELLUM") is an Alabama Limited Liability Company with addresses of One Perimeter Park South, Suite 100 N Birmingham, AL 35243 and 2663 Valleydale Road, Suite 169, Birmingham, AL 35244. RESPONDENT CASTELLUM is identified as the sole member of RESPONDENT CYBERVENTION.
3. White Oak, LLC, ("RESPONDENT WHITE OAK") is an Alabama Limited Liability Company with addresses of One Perimeter Park South, Suite 100 N Birmingham, AL, 35243 and 100 River Point Corporate Center, Suite 205, Birmingham, AL, 35243. RESPONDENT WHITE OAK is identified as an initial member of RESPONDENT CASTELLUM.

4. William M. Kever, ("RESPONDENT KEEVER") is the C.E.O. and Managing Member of RESPONDENT CYBERVENTION, with an address of One Perimeter Park South, Suite 100 N Birmingham, AL 35243. RESPONDENT KEEVER has also been identified as the President of CASTELLUM and an initial member of RESPONDENT WHITE OAK.

#### **STATEMENT OF FACTS**

5. On or about May 19, 2000, RESPONDENTS WHITE OAK, CASTELLUM and KEEVER offered and sold Securities in the form of "Units" issued by RESPONDENT CYBERVENTION, into and within Alabama.
6. A review of the registration and exemption files of the Alabama Securities Commission disclosed no record of registration or any exemption filing for the CYBERVENTION units, offered and sold by RESPONDENTS KEEVER, CASTELLUM and WHITE OAK. Additionally, no record could be found for the registrations of RESPONDENTS KEEVER, CASTELLUM or WHITE OAK as Agents or Securities Dealers in the state of Alabama.
7. RESPONDENT KEEVER made the following material representations in connection with the offer and sale of the CYBERVENTION units referenced in paragraph five (5) above:
  - a) That, at the time of the offer and sale of the aforementioned securities, RESPONDENT CYBERVENTION was an Alabama limited liability company.
  - b) That RESPONDENT CYBERVENTION owned and/or controlled 1/3 of an Alabama Corporation known as Klik Interactive, Inc.
  - c) That Klik Interactive had been operating at a profit and was a growing business concern.

8. In connection with the offer and sale of the CYBERVENTION units referenced above, RESPONDENT KEEVER also issued documents purporting to be true and accurate Profit and Loss statements of Klik Interactive, Inc., for the period January 1, 2000, through May 11, 2000.
9. A review of the RESPONDENT CYBERVENTION Articles of Organization, filed with the Jefferson County, Alabama Judge of Probate and the Alabama Secretary of State, Corporations Division, disclosed that RESPONDENT CYBERVENTION was not formed, and pursuant to paragraph two (2) of the Articles of Organization, did not exist as a limited liability company in Alabama until October 9, 2000.
10. A review of the true financial records of Klik Interactive, Inc. disclosed that the corporation had not been operating at a profit as represented verbally by RESPONDENT KEEVER and in the documents that RESPONDENT KEEVER represented as the Klik Interactive Profit and Loss statements.

#### **CONCLUSIONS OF LAW**

11. The RESPONDENT CYBERVENTION units offered and/or sold by RESPONDENT KEEVER, RESPONDENT CASTELLUM and RESPONDENT WHITE OAK, to public investors in the state of Alabama, are securities as defined under § 8-6-2(10) Code of Alabama 1975.
12. RESPONDENTS KEEVER, CASTELLUM, and WHITE OAK are not registered as dealers or agents in the state of Alabama. Transacting business in the state of Alabama as a dealer or agent while unregistered is a violation of § 8-6-3(a), Code of Alabama 1975.
13. At the time of the offer and sale of the CYBERVENTION units, RESPONDENT KEEVER failed to disclose that RESPONDENT CYBERVENTION was not organized as a limited liability company and did not exist in Alabama.

14. That the information referenced in paragraphs Seven 7(a) and nine (9) constitutes an omission to disclose a material fact in connection with the offer and sale of CYBERVENTION units in violation of § 8-6-17(a)(2), Code of Alabama 1975.
15. That by virtue of the activity discussed in paragraphs seven (7), eight (8) and ten (10) above, RESPONDENTS KEEVER, CASTELLUM, and WHITE OAK have employed a device to defraud in connection with the offer and sale of securities in violation of § 8-6-17(a)(1), Code of Alabama 1975.

This Order does not prevent the Alabama Securities Commission from seeking such other civil or criminal remedies that are available to it under the Alabama Securities Act.

This Order is appropriate in the public interest for the protection of investors and is consistent with the purposes of the Alabama Securities Act.

ACCORDINGLY, IT IS HEREBY **ORDERED** that RESPONDENTS KEEVER, CASTELLUM and WHITE OAK, immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the State of Alabama.

Entered at Montgomery, Alabama, this 16<sup>th</sup> day of September, 2002.



ALABAMA SECURITIES COMMISSION  
770 Washington Avenue, Suite 570  
Montgomery, AL 36130-4700  
(334) 242-2984

BY:

A handwritten signature in black ink, appearing to read "Joseph P. Borg", is written over a horizontal line. The signature is fluid and cursive, with a long, sweeping underline that extends to the right.

JOSEPH P. BORG  
Director